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RECORDATION NO. 26554-D FILED

MAY 23 '07 -4 30 PM

SURFACE TRANSPORTATION BOARD

May 23, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Fourth Memorandum of Partial Assignment of Lease, dated as of May 23, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 26554.

The names and addresses of the parties to the enclosed document are:

Transferor: Greenbrier Leasing Company, LLC
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

Transferee: AIG Commercial Equipment Finance, Inc.
5700 Granite Parkway, Suite 850
Plano, TX 75024

Mr. Vernon A. Williams
May 23, 2007
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A description of the railroad equipment covered by the enclosed document is:

63 railcars within the series DSEX 7015 – DSEX 7262 as more particularly set forth in the equipment schedule attached to the document.

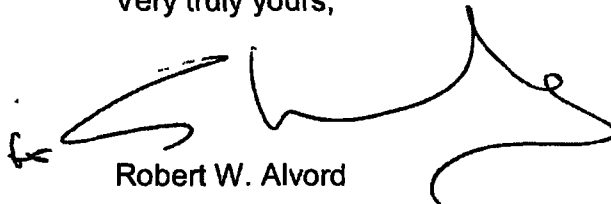
A short summary of the document to appear in the index is:

Third Memorandum of Partial Assignment of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

MAY 23 '07 -4 30 PM

SURFACE TRANSPORTATION BOARD

(ALLIED)

FOURTH MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE

THIS FOURTH MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE dated as of this 23rd day of May, 2007, is made by GREENBRIER LEASING COMPANY, LLC, an Oregon limited liability company, with an address at One Centerpointe Drive, Suite 200, Lake Oswego, OR 97035 ("Transferor"), and AIG COMMERCIAL EQUIPMENT FINANCE, INC., a Delaware corporation, with an address at 5700 Granite Parkway, Suite 850, Plano, TX 75024 ("Transferee" and, together with Transferor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor and Transferee have entered into that certain Purchase Agreement (the "Purchase Agreement") dated as of April 9, 2007 relating to the sale by Transferor to Transferee of two hundred eighty-two (282) 85-foot flatcars, as more completely identified on Schedule 1 hereto (the "Cars"), and the assignment by Transferor and assumption by Transferee of Transferor's right, title and interest in, and obligations under, Rider 1 dated as of August 23, 2006 (the "Rider") to the Equipment Lease, dated August 23, 2006, between Transferor, as Lessor, and Allied Waste Systems, Inc., as Lessee (the "Lease Agreement"), and Transferor's right, title and interest in, and obligations under the Lease Agreement as it relates to the Cars;

WHEREAS, pursuant to the Purchase Agreement and an Assignment and Assumption Agreement of even date herewith (the "Assignment Agreement"), Transferee has acquired all of Transferor's interest in the sixty-three (63) Cars identified in Schedule 2 hereto (the "Fourth Closing Cars"), and Transferor's interest in the Rider and the Lease Agreement as each relates to the Fourth Closing Cars;

WHEREAS, the Fourth Closing Cars are currently subject to the Rider and the Lease Agreement;

WHEREAS, a Memorandum of Lease Agreement with respect to the Lease Agreement and the Rider was filed with the Surface Transportation Board on September 14, 2006, and assigned recordation number 26554;

WHEREAS, a Memorandum of Partial Assignment of Lease was filed with the Surface Transportation Board on April 9, 2007, and assigned recordation number 26554-A;

WHEREAS, a Second Memorandum of Partial Assignment of Lease was filed with the Surface Transportation Board on April 19, 2007, and assigned recordation number 26554-B;

WHEREAS, a Third Memorandum of Partial Assignment of Lease was filed with the Surface Transportation Board on May 9, 2007, and assigned recordation number 26554-C; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid partial assignment by Transferor of its right, title and interest in the Fourth Closing Cars, and its right title and interest in and obligations under the Rider and the Lease Agreement as each relates

to the Fourth Closing Cars, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged by each of the Parties hereto, by this instrument Transferor and Transferee hereby confirm Transferor's sale of the Fourth Closing Cars to Transferee and the partial assignment to Transferee of Transferor's right, title and interest in, and obligations under, the Rider and the Lease Agreement as each relates to the Fourth Closing Cars.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, each of the undersigned has caused this Fourth Memorandum of Partial Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

GREENBRIER LEASING COMPANY
LLC

By: [Signature]
Name: Mark Rittenbaum
Title: Vice President

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 17th day of May, 2007, before me personally appeared Mark Rittenbaum, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.



[Signature]
NOTARY PUBLIC
My commission expires: 11-8-2009

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

AIG COMMERCIAL EQUIPMENT
FINANCE, INC.

By: _____
Name:
Title:

IN WITNESS WHEREOF, each of the undersigned has caused this Fourth Memorandum of Partial Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

GREENBRIER LEASING COMPANY
LLC

By: _____
Name:
Title:

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this ____ day of _____, 2007, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires: _____

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

AIG COMMERCIAL EQUIPMENT
FINANCE, INC.

By: Jeffrey L. Wilkison
Name: Jeffrey L. Wilkison
Title: Vice President

**SCHEDULE 1
TO THE
FOURTH MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE
DATED AS OF MAY 23, 2007**

EQUIPMENT

Two hundred eighty-two (282) 85-foot, 110-ton, Plate C standard level flatcars equipped to carry four (4) 20-foot containers, bearing the following road marks and numbers:

DSEX 7001 through DSEX 7282, inclusive

**SCHEDULE 2
TO THE
FOURTH MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE
DATED AS OF MAY 23, 2007**

FOURTH CLOSING CARS

Sixty-three (63) 85-foot, 110-ton, Plate C standard level flatcars equipped to carry four (4) 20-foot containers, bearing the following road marks and numbers:

Car Mark	Car Number	Car Mark	Car Number
DSEX	7015	DSEX	7222
DSEX	7188	DSEX	7223
DSEX	7191	DSEX	7224
DSEX	7192	DSEX	7225
DSEX	7193	DSEX	7226
DSEX	7194	DSEX	7227
DSEX	7195	DSEX	7228
DSEX	7196	DSEX	7229
DSEX	7197	DSEX	7230
DSEX	7198	DSEX	7231
DSEX	7199	DSEX	7232
DSEX	7200	DSEX	7233
DSEX	7201	DSEX	7234
DSEX	7202	DSEX	7235
DSEX	7203	DSEX	7236
DSEX	7204	DSEX	7237
DSEX	7205	DSEX	7238
DSEX	7206	DSEX	7239
DSEX	7207	DSEX	7241
DSEX	7208	DSEX	7242
DSEX	7209	DSEX	7243
DSEX	7210	DSEX	7244
DSEX	7211	DSEX	7245
DSEX	7213	DSEX	7248
DSEX	7214	DSEX	7250
DSEX	7215	DSEX	7251
DSEX	7216	DSEX	7254
DSEX	7217	DSEX	7257
DSEX	7218	DSEX	7260
DSEX	7219	DSEX	7261
DSEX	7220	DSEX	7262
DSEX	7221	Total	63 Cars

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

5/23/07



Robert W. Alvord